

**UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

SHIELD TECHNOLOGIES CORPORATION)	
)	
Plaintiff)	
)	
v.)	Case No. 11-CV-7050
)	
SHIELD ACQUISITION GROUP, LLC)	
)	
Defendant)	<i>Judge John W. Darrah</i>
<hr style="width: 45%; margin-left: 0;"/>		
SHIELD ACQUISITION GROUP, LLC)	
)	
Counter-Plaintiff)	<i>Magistrate Sheila Finnegan</i>
)	
v.)	
)	
SHIELD TECHNOLOGIES CORPORATION)	
)	
Counter-Defendant)	

AMENDED MOTION FOR LEAVE TO WITHDRAW AS COUNSEL

Peter G. Rush, Jeffrey T. Petersen¹, Robert R. Brown, Sara E. Fletcher, Sangmee Lee, and the law firm of K&L Gates, LLP (collectively “Counsel”) hereby seek leave of court to withdraw as counsel for plaintiff/counter-defendant Shield Technologies Corporation (“Shield”) pursuant to Rule 1.16(b) of the Illinois Rules of Professional Conduct and Rules 83.17 and 83.51.16 of the Local Rules of the United States District Court Northern District of Illinois and in support thereof state as follows:

1. Irreconcilable differences now exist and the potential for a conflict of interest has recently arisen by and between Counsel and Shield thereby necessitating the withdrawal of

¹ Jeffrey T. Petersen resigned from K&L Gates LLP effective March 22, 2012, and his appearance in this action should be withdrawn on that basis.

Counsel in this matter. Among other things, Counsel has provided reasonable warnings to Shield with respect to its obligations and has received no assurances with respect thereto.

2. On Friday, March 23, 2012, Counsel formally informed the full Board of Directors of Shield that it would be moving to withdraw as counsel in this matter upon completing certain Court-ordered filings, and has informed Shield it will present this motion at the hearing scheduled for Wednesday, April 4, 2012.

3. This Motion is not submitted for purposes of delay or any other improper purpose. Withdrawal is necessary at this time to avoid prejudice and further undue financial burden.

4. For a number of weeks, Counsel has apprised Shield of its need to promptly retain other counsel. Counsel has apprised Shield of the preliminary injunction hearing set for Wednesday, April 4, 2012 in this matter.

WHEREFORE, Peter G. Rush, Jeffrey T. Petersen, Robert R. Brown, Sara E. Fletcher, Sangmee Lee, and the law firm of K&L Gates, LLP, respectfully request an order granting them leave to withdraw as counsel for Shield Technologies Corporation and such other relief as this Court deems necessary or appropriate.

Dated: April 2, 2012

Respectfully submitted,

K&L GATES LLP

By: /s/ Peter G. Rush
One of its attorneys

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